

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SPIRIT AIRLINES, INC., :
Plaintiff, :
vs. : Case No. 07-341 (SLR)
24/7 REAL MEDIA, INC., :
ADVERTISING.COM, INC., AMERICA :
ONLINE, INC. DBA AOL, BURST MEDIA :
CORPORATION, CARROLLTON BANK, :
CHEAPFLIGHTS (USA), INC., ECHO TARGET, :
INC., HOTWIRE, INC., INTERCEPT :
INTERACTIVE, INC., PRICELINE.COM, LLC, :
RACKSPACE, LTD., SHERMANS TRAVEL, :
INC., SIDESTEP, INC., SMARTER LIVING, :
INC., SPECIFICMEDIA, INC., TRAVEL :
MARKETING GROUP, INC., TRAVELZOO, :
INC., TRIBAL FUSION, INC., TRIPADVISOR :
LLC, VALUECLICK, INC., and THE WEATHER :
CHANNEL INTERACTIVE, INC., :
Defendants.

STIPULATED FIRST MODIFIED SCHEDULING ORDER

WHEREAS, on July 27, 2007, the Court entered its Order [Dkt. No. 125] which provided deadlines for (among other things) the parties to complete fact and expert discovery (the "Order"); and

WHEREAS, the parties are engaged in discovery and discussions to determine whether this matter can be amicably resolved; and

WHEREAS, the parties require additional time to complete fact and expert discovery and believe that such additional time may facilitate ongoing discussions to resolve this matter;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that:

1. All fact discovery shall be commenced in time to be completed by April 15, 2008.
2. Reports from retained experts under Rule 26(a)(2) on issues for which any party has the burden of proof shall be due by May 2, 2008. Rebuttal expert reports shall be due by May 23, 2008. All expert discovery shall be completed by June 13, 2008.
3. No deadlines set forth in the Order are affected by this Stipulated First Modified Scheduling Order except as expressly set forth herein.
4. The Court's approval of this Stipulated First Modified Scheduling Order is without prejudice to the right of any party to seek further relief from this Court.

Dated: February _____, 2008

Marcos A. Ramos 2/14/08

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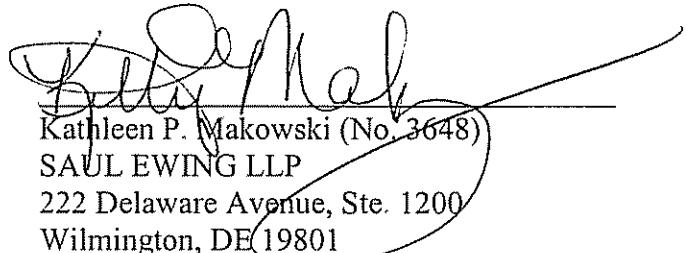
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Dated: February 11, 2008

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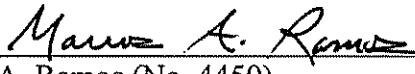
IT IS SO ORDERED:

February _____, 2008

The Honorable Sue L. Robinson

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of February, 2008, a true copy of the foregoing Stipulated First Modified Scheduling Order was served upon counsel as set forth on the attached service list.



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